

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
(Richmond Division)**

| | | |
|--|---|------------------------|
| In re: |) | |
| |) | Chapter 11 |
| CIRCUIT CITY STORES, INC., <i>et al.</i> |) | Case Nos. 08-35653-KRH |
| |) | Jointly Administered |
| Debtors. |) | |
| _____ |) | |

**CONSENT ORDER AUTHORIZING AND
DIRECTING FILING EXHIBITS UNDER SEAL**

Upon the Motion for Filing Exhibits Under Seal [clerk's paper no. 1072] (the "Motion")¹ filed by Alliance Entertainment, LLC ("Alliance") and Source Interlink Media, LLC ("SIM"); and the parties having consented to the relief requested in the Motion, on the terms and conditions set forth in this Order; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; it is hereby,

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED on the terms and conditions set forth in this Order.
2. Except as set forth herein, the Debtor and its agents shall hold and maintain in confidence the Exhibits and the contents thereof filed by Alliance and SIM with their 503(b)(9) Claim Requests.

¹ Capitalized terms used herein shall have the meanings ascribed to such terms in the Motion.

Bradford F. Englander, Esq.
Virginia Bar No. 36221
Brian M. Nestor, Esq.
Virginia Bar No. 77133
Linowes and Blocher LLP
7200 Wisconsin Avenue, Suite 800
Bethesda, Maryland 20814
(301) 961-5125
Email: benglander@linowes-law.com
Counsel to Alliance Entertainment, LLC
and Source Interlink Media, LLC

3. Notwithstanding the foregoing, the Debtor may provide copies of the Exhibits to the Debtor and its professionals, to professionals engaged by the Official Committee of Unsecured Creditors, and to the Office of the United States Trustee for the Eastern District of Virginia.
4. Any party desiring to file the Exhibits is authorized and directed to file them under seal with the Court.
5. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia

January __, 2009

UNITED STATES BANKRUPTCY JUDGE

I ASK FOR THIS:

/s/ Bradford F. Englander
Bradford F. Englander (VSB No. 36221)
Linowes and Blocher LLP
7200 Wisconsin Avenue, Suite 800
Bethesda, Maryland 20814
Telephone: (301) 961-5125
Telecopier: (301) 654-2801
e-mail: benglander@linowes-law.com
Counsel for Alliance Entertainment, LLC
and Source Interlink Media, LLC

SEEN AND AGREED:

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)

MCGUIREWOODS LLP

One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000
Counsel for Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that foregoing proposed consent order was endorsed by and/or served upon all necessary parties pursuant to local rule 9022-1(C).

/s/ Bradford F. Englander
Bradford F. Englander

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